



## **BIG SKY COMMUNITY CORPORATION**

### **11<sup>th</sup> Annual Meeting Minutes February 13, 2009**

Big Sky Community Corporation Board of Directors held the 11<sup>th</sup> Annual Meeting of the Big Sky Community Corporation on February 13, 2009 at 9:00 a.m. at the BSOA office in Big Sky. Directors in attendance included: Kevin Frederick, John Leeper, Eric Ladd, Clare Nixon, Trever McSpadden and Jon Ayres. Leslie Piercy and Jany Patterson were not able to be in attendance. Committee Chairs in attendance were Steve Johnson (Trails), Mitch Furr (Parks), Katie Coleman (Camp Big Sky), Jacque Persons (Tennis). Mary Jane McGarity (also Executive Director of the BSCC), Mindy Nowakowski, and Krista Mach represented contract staff from the BSOA. Annette Hill from AZ was in attendance via telephone to review the BSCC audit for fiscal year July 1, 2007 to June 30, 2008. Members of the public also in attendance: Will Brunner, Lyndsey Kiland, and Ginna Hermann (Arts Council of Big Sky).

**1. Community Forum:** The community was offered the opportunity to comment during the community forum. There were no comments from the public.

**2. Call to order**  
Kevin Frederick called the meeting to order at 9:05 AM.

**3. Review November 21, 2008 Minutes**  
Jon Ayres made a motion to approve the November 21, 2008 minutes, seconded by Clare Nixon. Motion unanimously carried.

**4. Financials**  
**4a. Annual Audit-** Annette Hill from AZ, presented the audited financials (packets were provided to the Board). She stated that this was the first year of full independent statements since the financials were split from the BSOA. That this was a clean unqualified opinion and that as a 501(c)(3) the BSCC is in compliance with the non-profit status with the IRS. She reviewed the audit as presented to the Board. Under statement of activities, Annette reviewed the in-kind contributions. Annette also reviewed the two separate letters from AZ. In the management letter, she reviewed some upcoming standards imposed by the IRS and the only area for improvement was that Historic Trail Ranch bank account needs to be reconciled more often and controls need to be implemented, particularly for deposits.

Motion by Eric Ladd to approve the audited financials for fiscal year July 1, 2007 to June 30, 2008; seconded by Jon Ayres. Motion unanimously carried.

**4b. Financials as of January 31, 2009-** Mary Jane reported on the financials. Jon Ayres had a question regarding line 4617 regarding the expenses and asked if they had been paid in full, Mary Jane responded that they will be and BSCC has the money to pay them.

Motion by Clare Nixon to accept the un-audited December and January financials as presented; Eric Ladd seconded the motion. Motion unanimously carried.

**4c. Development/Donations/\$ Request-**

i. **Annual Appeal-** Mary Jane reported that donations have been slow to come in. She reviewed the process in which donations are logged in and Robin maintains the Gift Works database for donations. She provided the Board with a sample tax letter from the database.

ii. **Events-** Mary Jane reviewed upcoming events and reviewed the Board Calendar with the Board.

iii. **Grants-** Mary Jane reviewed the resort tax grants summary. She reported that she had heard back on the CNL grant and BSCC did not get the grant as CNL does not fund typically fund capital improvements. CNL contact information will be passed on to the Arts Council. She reported that Jacque Persons has submitted a \$10K grant to USDA to fund an after school tennis program for ages 9-12 and to fund a tennis pro for adult programs this summer. Mary Jane reported that volunteers Jeanne Johnson and Margaret Leeper have compiled an analysis of grants that are available and will work with Arts Council to coordinate what grants might be more appropriate for their programs.

**5. Chairman's Report-** Kevin Frederick requested a motion to move into executive session to discuss agenda items 5a – WSD Easements and 5b – SRT Easement through Town Center.

At 9:42 am motion by Clare Nixon, seconded by John Leeper to go into executive session. Motion carried unanimously.

After discussion, the following motions were made in executive session:

Motion made by John Leeper to present to the Big Sky County Water & Sewer District Board (WSD), the following documents as reviewed and presented: *Non-Exclusive Limited Access Easement Agreement and Termination of Declaration of Access Easement (Document #2082242) and Termination of Water Pipeline and Utility Easement (Document #2082243, as it pertains to access), Non-Exclusive Water & Sewer Pipeline/Main and Utility Easement Agreement and Termination of Water Pipeline and Utility Easement (Document #2082243), and Wastewater Irrigation Agreement.* to authorize the Executive Committee to review any changes that the WSD might have to those documents; to authorize the Chair and Secretary to sign those documents as approved by the Executive Committee; and to authorize Kevin Frederick as Chair to sign the letter to the Big Sky County Water & Sewer District dated February 13, 2009; seconded by Trever McSpadden. Motion unanimously carried.

AND

Motion made by John Leeper to authorize the Trails Committee Chair and the Executive Committee to review the negotiated Spur Road Trail Easements through the Town Center and land owned by Westland Enterprises, Inc., approve any changes from the owner and to authorize the Chair and the Secretary to sign said easements as approved by the Executive Committee and Trails Committee Chair; seconded by Trever McSpadden. Motion unanimously carried.

At 10:15 am motion by Clare Nixon, seconded by John Leeper to leave executive session and return to the regular meeting. Motion carried unanimously.

**5c. Snow Storage Approval at Park-** Mary Jane presented the letter the Board received from the Meadow Village Center Condominium Owners Association regarding storing their snow from their parking lots at the Park. The letter requested that they be permitted to store snow for three winter seasons beginning with the 09-10 winter season at a designated location in the Park. The MVCCOA would pay ~\$1000-1200 a season to store snow. Mary Jane reminded the Board that the BSCC had an agreement with MVCCOA in the past and it had worked well.

Motion by Clare Nixon, seconded by Trever McSpadden to authorize the Chair to sign the agreement as presented in the letter agreement from the MVCCOA. Motion unanimously carried.

**5d. Board Nominations (2009-2012)-** Mary Jane reported that the only nominations she received was from the BSOA to nominate its Board Member, Will Brunner. Will Brunner introduced himself and gave a short history.

Motion by Jon Ayres to accept Will Brunner's nomination and appoint him to the BSCC Board, seconded by Trever McSpadden. Motion unanimously carried.

**5e. Election of Officers-** Kevin Frederick opened the floor for nominations of the BSCC officers: Chair, Vice Chair, Treasurer and Secretary. Trever McSpadden nominated John Leeper as Chair; Clare Nixon nominated Jon Ayres as Vice Chair, Jon Ayres nominated Trever McSpadden as Secretary, and John Leeper nominated Clare Nixon as Treasurer.

Motion by Jon Ayres to accept all nominations as presented: John Leeper as Chair, Jon Ayres as Vice Chair, Trever McSpadden as Secretary and Clare Nixon as Treasurer; seconded by Trever McSpadden. Motion unanimously carried.

## **6. Reports**

**6a. Park Construction-** Trever McSpadden reported that design work for Phase 1 construction of the park is complete, and the bid packets are out and submittal is set for February 25<sup>th</sup>. Morrison-Maerle is the contract engineer who will do the initial review of the bids and present qualified bids to the bid selection committee. The selection committee will meet on March 4<sup>th</sup> to review the bids and have a recommendation to the BSCC Board for its March 27<sup>th</sup> meeting. Mary Jane added that she did do a bid invite list based on recommendations from the BSCC Board and most of the responses from that list have been that they do not do this kind of work, that this phase is primarily civil construction work. The bid request was also advertised in the local papers and posted at the building exchange. Jon Ayres asked how will the bid packets be reviewed. Mary Jane explained the criteria that Morrison-Maerle will be using to arrive at qualified bidders. Mitch Furr inquired about the qualifications to bid the project and how the contract would be handled regarding funding. Mary Jane responded that there are key components, such as a bid bond that the bidder would have to meet in order to qualify. Likewise the contract will be written to accommodate the timing of funding.

**6b. Parks-** Mitch reported that Lyndsey Kiland has been appointed as the new Park Chair. Lyndsey introduced herself and stated that she works at Big Sky Resort in marketing and works with their website. She discussed some ideas she had for the Parks Committee.

**6c. Trails-** Steve Johnson reported that the trails committee is working on completing the easements for the Spur Road Trail. He also reported on the trail that will lead from the Spur Road Trail down into Kircher Park and hopefully to some picnic tables and that the trail down should be completed this spring. The trails committee worked to update the trails master plan and submitted it to Gallatin County to be used in their master planning process. He reported that the trails committee's next big goal was to construct a pedestrian tunnel under Highway 64 to connect the Meadow Village over to the Spur Road Trail; the trails committee will be submitting this request to the BSCC Board for a resort tax application. In the interim they are working with Montana Department of Transportation to get crosswalks at Ousel Falls Road across Highway 64. He also reported that Herb Davis is working on the easements to extend the Spur Road Trail up to the mountain for public access. Finally they are working on promoting the value of trails in Big Sky via the website.

**6d. Historic Crail Ranch-** Mary Jane reported on Al Lockwood's behalf. She reported that a contract was signed for the archiving of their documents at the HCR. The contract is funded through an anonymous private donor. She also let the Board know that the summer calendar for their events is set and available.

**6e. Camp Big Sky-** Katie Coleman reported that she has just started getting together with her committee to plan for the summer. They are working on addressing a balance of camps that will meet the enrichment needs of the children and provide time slots that would benefit the parents for childcare in the summer months.

**6f. Tennis-** Jacquie Persons presented and reviewed her grant to the USTA for \$10K to request funding to have an afternoon tennis program for ages 9-12. She inquired if anyone would like to assist in instructing or knows of anyone who wants to help. She reviewed with the Board the comments from last summer's programs: that the pro stay longer in the summer and to have more community programs. She reported that she will be ordering the equipment soon from the resort tax grant money from last year and that they will request to execute another lease like last year with the owner of the Meadow Village tennis courts.

**6g. Softball-** Eric Ladd reported that he has already met with representatives from Little League to coordinate their use of the field and they will be meeting with softball teams next month to begin scheduling games to coordinate around the construction schedule. Games for Little League will be played on Thursdays and Saturdays, since the kids cannot play two days in a row. Games for the adult league will be played Sundays, Mondays and Tuesdays with games scheduled to start the first week of June.

**6h. Others as present-** Everlands Event- June 13<sup>th</sup>. Krista updated the Board on the status of the event and solicited ideas for auction items. In her discussions with other entities that are fundraising, it appears that smaller items that people buy anyway seem to be selling. Arts Council of Big Sky- Ginna Hermann reported that they have booked almost all of the free Thursday night concerts and that they are in negotiations with a headliner artist for a concert that will probably be scheduled on July 4<sup>th</sup>, but she will know more in two weeks.

**6i. Contract Staff Report-** Mary Jane discussed that it might be beneficial to get written committee reports so she can put a consolidated report in the BSCC Board packet. She also requested from Committee Chairs a list of their committee members and their contact information including e-mail. Mary Jane reported on the exemption application that was submitted to Montana Department of Revenue, the Montana Non-profit Association manual she received and directed the Board to the BSCC year in review article that was

recently in the newspaper. Mary Jane also reported on the meeting she and John Leeper had with the Max Baucus field rep and Bill Murdock regarding the stimulus package. She also reported on a Fish, Wildlife and Parks grant that she will be working on.

**7. 2009 Goals and Objectives-** This discussion was tabled for an informal work session on another date. MJ will set up.

**7a. Resort Tax Projects-** Mary Jane reviewed the Board calendar and requested that Committee Chairs send in their requests for resort tax to her so that they can be reviewed and approved by the BSCC Board at the March meeting for submittal to resort tax in April.

**8. Other**

The next BSCC board meeting will be March 27 at 1:00 p.m.

**9. Adjourn**

Trever McSpadden made a motion, seconded by Clare Nixon to adjourn the meeting. Motion unanimously carried.

Meeting adjourned at 11:00 A.M.

  
Trever McSpadden, Secretary